

**ASSIGNMENT AND ASSUMPTION
OF MEMBERSHIP INTERESTS**

THIS ASSIGNMENT AND ASSUMPTION OF MEMBERSHIP INTERESTS (this "Assignment") is made as of October 21, 2022, by and between Jeffrey Simpson, an individual (the "Assignor"), and YJ SIMCO LLC, a New York limited liability company (the "Assignee").

WITNESSETH:

WHEREAS, Assignor is the owner of membership interests in the limited liability companies specified in EXHIBIT A (the "Companies").

WHEREAS, Assignor wishes to assign to Assignee, and Assignee wishes to assume, the entirety of its membership interests in the Companies listed in EXHIBIT A (the "Assigned Interests").

NOW, THEREFORE, for good and valuable consideration, the sufficiency of which is hereby acknowledged, Assignor and Assignee hereby agree as follows:

1. Recitals. The recitals set forth above are a part of this Assignment and are incorporated herein by reference.
2. Assignment. Effective as of the date hereof, Assignor does hereby sell, assign, transfer and convey to Assignee, all of Assignor's right, title and interest in and to the Assigned Interests, free and clear of any and all liens and encumbrances.
3. Assumption. Effective as of the date hereof, Assignee hereby accepts such assignment, transfer and conveyance of the Assigned Interests and assumes all of the obligations of Assignor with respect to the Assigned Interests under the respective organizational documents of the Companies.
4. Cooperation. Effective as of the date hereof, Assignor hereby covenants and agrees to cooperate with Assignee to enable Assignee to obtain, sustain, enforce and enjoy to the fullest extent, all right, title and interest in and to the Assigned Interests herein conveyed to Assignee.
5. Miscellaneous. This Assignment (a) shall inure to the benefit of and shall be binding upon the parties hereto and their respective successors and assigns, and (b) may be executed in one or more counterparts which together shall constitute one instrument; facsimile and PDF (portable document format) signatures shall have the same legal effect as original signatures.

IN WITNESS WHEREOF, this Assignment and Assumption of Membership Interests has been executed and delivered as of the date first above written.

ASSIGNOR:

By: 
Name: Jeffrey Simpson

IN WITNESS WHEREOF, this Assignment and Assumption of Membership Interests has been executed and delivered as of the date first above written.

ASSIGNEE:

YJ SIMCO LLC

By: 

Name: Jeffrey Simpson

Title: Member

EXHIBIT A

Companies

1700 Arch JJ LLC
4690 Oracle Investors LLC
5401 California Investors LLC
5952 Benner Investor LLC
5952 Benner Manager LLC
89th Street Borrower LLC
Arch 11 Greene St Investors LLC
Camelot MM JV 2 LLC
Camelot MM JV 3 LLC
JJ 45 Savings LLC
JJ 550 Metropolitan LLC
JJ 88 Arch LLC
JJ Arch Nostrand LLC
JJ Cambridge LLC
JJ Camelot LLC
JJ Center Point LLC
JJ Columbia LLC
JJ HaverHill LLC
JJ Midtown Oaks LLC
JJ Myrtle LLC
JJ NCSC LLC
JJ One Brown LLC
JJ Pebble Creek LLC
JJ S. Juniper LLC
JJ Tuscaloosa LLC
JJ Vandam LLC
NCSC MM JV 2 LLC
